



G.U.D. Holdings Limited Risk Policy

G.U.D. Holdings Limited ACN 004 400 891

1. Background

The purpose of this Delegation of Authority Policy is to ensure that business transactions and contractual obligations of GUD Holdings Limited are undertaken only by management and staff who have been given Delegated Authority as documented in this policy or a Delegation of Authority Policy of a Business Unit as allowed by this Policy.

2. Discussion

As an ASX listed public company, GUD must manage risk in accordance with contemporary governance standards (including the ASX Corporate Governance Principles and Recommendations). Our Board is focused on risk management, and we report to our shareholders each year on our risks and risk management.

Further, the delivery of GUD's strategy (and its consequent value for shareholders and other stakeholders) is only possible if risk is appropriately managed across the Group. We have a diverse portfolio of risks, aligned with the nature and complexity of our divisions and business units, that we manage on a continuous basis in line with our Risk Management Framework to support good decision-making and:

- Promote the safety and wellbeing of our people, customers, suppliers, communities and partners;
- Maintain our social "license to operate" through acting with integrity, transparency, honesty and complying with applicable laws & standards; and
- Create value through delivery of our strategies and through our products, our services, and our actions.

We recognise that risk can present both threat and opportunity.

Our Board has or will approve the level of appetite for risk which is acceptable for our businesses, and this guides the management of risk across the Group.

3. Risk Management Framework

We recognise that managing risk appropriately requires focus and investment.

Our Risk Management Framework, aligned with the better practice requirements of the International Organization for Standardization (ISO) 31000, continues to be implemented and embedded across our divisions and business units. The implementation of the Risk Management Framework is supported by a positive risk culture and is monitored through reporting to the Board, its Committees and the senior and divisional leadership teams.

4. Roles and Responsibilities

We recognise that appropriate management of risk through making good decisions is everyone's responsibility across GUD and its businesses. The management of risk is not delegated to, or assumed by, particular people or roles. However, in addition to this, particular groups have special support roles to assist our people to manage risk, as follows:

The Board and Board Committees

The Board is accountable for setting our risk appetite; satisfying itself that a positive risk culture is entrenched across the divisions and business units; ensuring we have a sound framework for managing risk which allows us to identify, assess and manage our risks; and understanding those significant risks which may impact on the achievement of our longer-term vision and strategy.

The Board is also accountable for establishing the Group's strategy and ensuring that the management of risk enables delivery of that strategy.

The Board's Risk and Sustainability Committee assists the Board in discharging its risk management accountabilities including overseeing the implementation of our Risk Management Framework. It is also responsible for monitoring the overall performance against the approved risk appetite and the management of significant risks which may impact the operations of our divisions and business units.

GUD Executive Team

The GUD Executive Team is accountable for the implementation of the Risk Policy and Risk Framework as well as reviewing, driving, and providing direction to the divisions and business units on risk related subjects.

The Divisions and Business Units

GUD manages its group of businesses so that they benefit from an appropriate level of autonomy. This means that businesses are required to implement appropriate processes and procedures to manage their risk. The divisions and business units have primary ownership and accountability for identifying, assessing, managing, and communicating risks within their businesses.

Management in the divisions and business units is accountable for demonstrating visible risk leadership and instilling a positive risk culture, including making sure that all risks impacting the achievement of their business objectives are identified, assessed, and regularly discussed as part of their business planning and performance reviews, and that ownership for risks, controls and mitigations are assigned and maintained.

Management in the divisions and business units should understand how risk is managed at the Group level and ensure that their activities in respect of risk are aligned with that.

Group Risk

The Group Risk function within GUD Holdings facilitates risk management through risk frameworks, systems, and processes for identifying and managing the risks material to achieving our strategy.

Group Risk supports, coaches, and challenges the businesses whilst working with other risk disciplines to support embedding appropriate risk management processes across the divisions and business units, and to make sure there is coverage, consistency, and alignment across the Group in respect of risk management standards.

Group Risk supports senior leadership and the Board by bringing expertise and oversight alongside the business to provide assurance that risks are effectively managed.

Document Control

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